



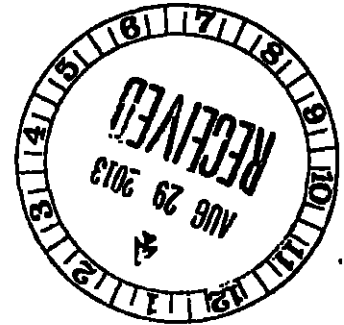
RECEIVED 30912 PM

AUG 29 '13 -2 26 PM

SURFACE TRANSPORTATION BOARD

August 19, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423-0001



Dear Section Chief:

Please find enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) one original and one copy of the Memorandum of Locomotive Lease Agreement, dated August 14, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor. Tealinc, Ltd.
1606 Rosebud Creek Road
Forsyth, MT 59327

Lessee: The Western Sugar Cooperative
755 E. Hampden Avenue
Suite 600
Denver, CO 80231

A description of the railroad equipment covered by the enclosed document is:

One (1) SW1200 Locomotive with serial number 55F - 36 and the locomotive reporting number BN188 set forth in the schedule attached to the document.

1606 Rosebud Creek Road, Forsyth, MT 59327

Ph: 406-347-5237

Fax: 406-347-5239

Email darell@tealinc.com

A short summary of the document to appear in the index is:

Memorandum of Locomotive Lease Agreement between Tealinc, LTD, 1606 Rosebud Creek Road, Forsyth, MT 59327 and The Western Sugar Cooperative, 755 E. Hampden Ave., Suite 600, Denver, CO 80231 dated August 14, 2013 and covering one (1) SW1200 locomotive with reporting number BN188.

Also enclosed is our check in the amount of \$42.00 payable to the Surface Transportation Board for the required recordation fee.

Please kindly return the file-stamped copy of the enclosed document to the undersigned.

Sincerely,


Tammy R. Luther

/tl
Enclosures

AUG 29 '13 -2 26 PM

MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT

JULY 11, 2013 TRANSPORTATION BOARD

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT is made and entered into as of 14 Aug, 2013 by and between Tealinc, Ltd ("Lessor") a Montana corporation and The Western Sugar Cooperative ("Lessee") a Colorado cooperative corporation, with reference to the following

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor one Locomotive pursuant to one or more Schedules to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Railcar Service and Lease Agreement No.030111 dated March 1, 2011 and Schedule No 050113 dated 8 / 14, 2013 by and between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No 050113 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the SW1200 Locomotive bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease

3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Locomotive Lease Agreement to be executed as of the date first above written.

LESSOR:

LESSEE:

Tealinc, Ltd

The Western Sugar Cooperative

Signed: Darell J. LutherSigned: Scott Danitz

Print Name: Darell J. Luther

14-August-2013

Print Name: Scott Danitz

Title: President

Title: Vice President of Finance & CFO

1606 Rosebud Creek Road
Forsyth, MT 593277555 E. Hampden Avenue
Suite 600
Denver, CO 80231Phone: 406-347-5237
Facsimile: 406-347-5239Phone: 303-813-3538
Facsimile: 303-813-4084

EXHIBIT A
To
MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT

Serial Number 55F-36

Locomotive Reporting Number: BN188

STATE OF COLORADO

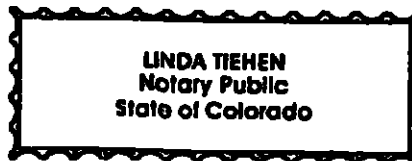
COUNTY OF DENVER

)
) ss
)

On this 14 day of Aug, 2013, before me personally appeared Scott Dnnitz, to me personally known, who being by me duly sworn, says that he is the Vice President of Finance & CR of The Western Sugar Cooperative, that the foregoing instrument was signed on behalf of said corporation for and on behalf of itself and its subsidiaries which may perform thereunder, and he acknowledged that the execution of the said instrument was his free act and deed

Linda Tiehen
NOTARY PUBLIC

My commission expires. 20-July-2015



STATE OF

Montana

COUNTY OF

Rosebud

) ss.
)

On this 14th day of Aug, 2013, before me personally appeared Darrell J. Luther, to me personally known, who being by me duly sworn, says that s/he is the President of Tealine, Ltd. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Heather Polich
NOTARY PUBLIC

My commission expires

7/26/15

